

RABINOWITZ, LUBETKIN & TULLY, LLC

293 Eisenhower Parkway, Suite 100

Livingston, New Jersey 07039

(973) 597-9100

Jeffrey A. Cooper

Counsel for Honeywell International Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

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| In re: | Chapter 11 |
| POWIN, LLC, <i>et al.</i> , ¹ | Case No. 25-16137 (MBK) |
| Debtors. | (Jointly Administered) |

**SECOND SUPPLEMENTAL JOINDER OF HONEYWELL INTERNATIONAL INC. TO
AD HOC CUSTOMER GROUP’S LIMITED OBJECTION AND RESERVATION OF
RIGHTS TO MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER (I)
DESIGNATING A STALKING HORSE BIDDER AND APPROVING STALKING
HORSE BIDDER PROTECTIONS (II) APPROVING BIDDING PROCEDURES BY
WHICH INTERESTED PARTIES MAY BID AND AN AUCTION SALE FORMAT IN
CONNECTION WITH THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS’
ASSETS, (III) APPROVING FORM OF ASSET PURCHASE AGREEMENT, (IV)
APPROVING FORM OF NOTICE TO BE PROVIDED TO INTERESTED PARTIES, (V)
AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF ASSUMED
CONTRACTS AND NOTICE PROCEDURES THERETO, (VI) SCHEDULING A
COURT HEARING TO CONSIDER APPROVAL OF THE SALE TO THE HIGHEST
AND BEST BIDDER, AND (VII) AUTHORIZING THE SALE OF DEBTORS’
PROPERTY FREE AND CLEAR OF ALL CAUSES OF ACTION AND CLAIMS**

Honeywell International Inc. (“Honeywell”), by and through its undersigned counsel, hereby files this second supplemental joinder (the “Second Supplemental Joinder”) to the *Ad Hoc Customer Group’s Limited Objection and Reservation of Rights to Motion*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; and (ix) Powin Energy Operating, LLC [6487]. The Debtors’ mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

of the Debtors for Entry of an Order (I) Designating a Stalking Horse Bidder and Approving Stalking Horse Bidder Protections (II) Approving Bidding Procedures By Which Interested Parties May Bid and an Auction Sale Format in Connection With the Sale of Substantially All of the Debtors' Assets, (III) Approving Form of Asset Purchase Agreement, (IV) Approving Form of Notice to be Provided to Interested Parties, (V) Authorizing the Assumption and Assignment of Assumed Contracts and Notice Procedures Thereto, (VI) Scheduling a Court Hearing to Consider Approval of the Sale to the Highest and Best Bidder, and (VII) Authorizing the Sale of Debtors' Property Free and Clear of All Causes of Action and Claims [Docket No. 350] (the "Limited Objection and Reservation of Rights")² filed by the Ad Hoc Customer Group. Honeywell files this Second Supplemental Joinder to supplement its previously filed Joinders [Docket Nos. 292 and 347] and fully incorporates those joinders in this pleading.

By filing this Second Supplemental Joinder, Honeywell specifically adopts and incorporates by reference, to the extent applicable, the Limited Objection and Reservation of Rights in order to, as set forth in that pleading, "provide clarity for customers regarding which intellectual property assets are being sold, which legacy customer contracts are being assumed and assigned to a buyer, and how customers' rights under section 365(n) of the Bankruptcy Code will be preserved" (para. 1) based upon the arguments made and the law cited in the pleading, as well as the suggested protective language for any order as suggested in paragraph 7, as follows:

Notwithstanding anything to the contrary in this Order, nothing in this Order limits or otherwise affects, or shall be construed as limiting or affecting, any intellectual property licensee's rights under sections 365(n) or 363(e) of the Bankruptcy Code

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Emergency Motion.

or excuses the Debtors from performance of their obligations under executory contracts for which rejection has not yet been approved by an order of this Court.

Respectfully submitted,

RABINOWITZ, LUBETKIN & TULLY, LLC
Counsel for Honeywell International Inc.

By: /s/ Jeffrey A. Cooper
JEFFREY A. COOPER

Dated: July 14, 2025

Respectfully submitted,

ADAMS & REESE, LLP
Counsel for Honeywell International Inc.
(Pro Hac Vice Pending)

By: /s/ Scott Cheatham
SCOTT CHEATHAM

Dated: July 14, 2025